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CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City

State

Zip

Phone

800001946258
-05/31/96--01071--004
****70.00 ****70.00

CORPORATION(S) NAME

*Pediatric Partners, Inc. d.b.a.
Kids Medical Club, Inc.*

- ☒ Profit
☐ NonProfit
☐ Limited Liability Co.
☒ Foreign
- ☐ Amendment
☐ Dissolution/Withdrawal
☐ Annual Report
☐ Reservation
☐ Photo Copies
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*5-31-96
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w/ Any Problems.*

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86 MAY 31 PM 1:12
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SECRETARY OF STATE
DIVISION OF CORPORATIONS

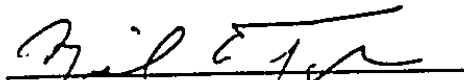
**MINUTES OF MEETING
OF DIRECTORS OF
PEDIATRIC PARTNERS, INC.**

On May 24, 1996, there was a meeting of all of the directors of Pediatric Partners, Inc., consisting of Joseph D. Sansone and Michael A. Taylor. Joseph D. Sansone participated telephonically.

The purpose of the meeting was to discuss and approve the qualification of Pediatric Partners, Inc. in the State of Florida. Since the name conflicts with a name currently registered with the Secretary of State of Florida, the directors directed that Pediatric Partners, Inc. be qualified to do business as a foreign corporation in the State of Florida as Kids Medical Club, Inc.

No further business was discussed.

I, Michael A. Taylor, am the duly elected Secretary of Pediatric Partners, Inc., and I hereby certify that the foregoing is an accurate copy of the minutes of a meeting of the Board of Directors of Pediatric Partners, Inc. held on May 24, 1996, and direct that these minutes be placed in the minute books of the corporation.


Michael A. Taylor, Secretary

[CORPORATE SEAL]

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APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TRANSACTION BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:

1. Pediatric Partners, Inc. d/b/a Kids Medical Club Inc.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION", or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Delaware
(State or country under the law of which it is incorporated)
3. 58-1914520
(FEI number, if applicable)
4. 9/11/90
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. Upon Qualification
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.156, F.S.))
7. 3159 Campus Drive, Norcross, Georgia 30071
(Current mailing address)
8. Home care services and supplies
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. Name and street address of Florida registered agent:
Name: C T Corporation System
Office Address: c/o C T Corporation System, 1200 South Pine Island Road
Plantation, Florida, 33324
(Zip Code)

10. Registered agent acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

C T Corporation System


(Registered agent's signature) (Officer)

John J. Masters/Assistant Secretary
(Type Name and Title of Officer)

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11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: see attached list of directors

Address: _____

Vice Chairman: see attached list of directors

Address: _____

Director: see attached list of directors

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: see attached list of officers

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Michael A. Taylor
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Secretary/Treasurer Michael A. Taylor
(Typed or printed name and capacity of person signing application)

**DIRECTORS AND OFFICERS
OF
PEDIATRIC PARTNERS, INC.,
A DELAWARE CORPORATION**

Joseph D. Sansone, Director, Chairman, President

SS#319-36-5565

Office
3159 Campus Drive
Norcross, GA 30071
Ph:404-441-1580
Fax:404-729-0316

DOB 9/25/43

Home
4617 Clary Lakes Drive
Roswell, GA 30075
Ph:404-642-2103

Michael A. Taylor, CFO, Secretary, Treasurer

SS#050-52-1884

Office
3159 Campus Drive
Norcross, Georgia 30071

Home
135 Ludwell Court
Alpharetta, Georgia 30202

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PEDIATRIC PARTNERS, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-NINTH DAY OF MAY, A.D. 1996.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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Edward J. Freel
Edward J. Freel, Secretary of State

2240951 8300

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AUTHENTICATION:

DATE:

7963981

05-29-96